

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	Chapter 11
	§	
CORE SCIENTIFIC, INC., <i>et al.</i>,	§	Case No. 22-90341 (DRJ)
	§	
Debtors.¹	§	(Jointly Administered)
	§	

**COVERSHEET TO SECOND INTERIM FEE APPLICATION OF
SCHEEF & STONE L.L.P. FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AS COUNSEL TO CERTAIN INDEPENDENT DIRECTORS
FOR THE PERIOD FROM APRIL 1, 2023 THROUGH JUNE 30, 2023**

IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST RESPOND IN WRITING. UNLESS OTHERWISE DIRECTED BY THE COURT, YOU MUST FILE YOUR RESPONSE ELECTRONICALLY AT [HTTPS://ECF.TXSB.USCOURTS.GOV/](https://ecf.txsb.uscourts.gov/) WITHIN TWENTY-ONE DAYS FROM THE DATE THIS APPLICATION WAS FILED. OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors' corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

Complex Case Fee Application Coversheet

Name of Applicant:	Scheef & Stone, L.L.P.	
Applicant's Role in Case:	Counsel to certain Independent Directors	
Docket No. of Employment Order(s):	Docket No. 540, effective as of 12/21/2022	
Interim Application (X) No. <u>2nd</u> Final Application ()	Indicate whether this is an interim or final Application. If interim, indicate the number (1 st , 2 nd , 3 rd , etc.)	
	Beginning Date	End Date
Time period covered by this Application for which interim compensation has not previously been awarded:	04/01/23	06/30/23
Were the services provided necessary to the administration of or beneficial at the time rendered toward the completion of the case? (Y) Y/N		
Were the services performed in a reasonable amount of time commensurate with the complexity, importance and nature of the issues addressed? (Y) Y/N		
Is the requested compensation reasonable based on the customary compensation charged by comparably skilled practitioners in other non-bankruptcy cases? (Y) Y/N		
Do expense reimbursements represent actual and necessary expenses incurred? (Y) Y/N		
Compensation Breakdown for Time Period Covered by this Application		
Total professional fees requested in this Application:	47,339 \$	
Total professional hours covered by this Application:	98.6	
Average hourly rate for professionals:	480.11 \$	
Total paraprofessional fees requested in this Application:	4,275 \$	
Total paraprofessional hours covered by this Application:	28.8	
Average hourly rate for paraprofessionals:	148.44 \$	
Total fees requested in this Application:	51,614 \$	
Total expense reimbursements requested in this Application:	1,235.31 \$	
Total fees and expenses requested in this Application:	52,849.31 \$	
Total fees and expenses awarded in all prior Applications:	*70,395.06\$ Total fees and expenses requested	

Plan Status: (Provide a short narrative of status if a plan has not confirmed; date of hearing and docket number of confirmation order if plan has been confirmed; if confirmed, whether the plan has gone effective.)

On June 20, 2023, the Debtors filed their Joint Chapter 11 Plan of Core Scientific, Inc. and its Affiliated Debtors [D.E.974]. On August 8, 2023, the Debtors filed their Amended Joint Chapter 11 Plan of Core Scientific, Inc. and its Affiliated Debtors [D.E.#1115] and Disclosure Statement for Amended Joint Chapter 11 Plan of Core Scientific, Inc. and its Affiliated Debtors [D.E.#1117]. A hearing to consider whether the Amended Disclosure Statement should be approved has been rescheduled from August 24, 2023, to September 5, 2023, at 3:30 pm (CST).

Primary Benefits: (Provide a short narrative [less than 100 words] of the most significant benefits your client received from your services during the application period.)

During the period covered by this second interim fee application, the professionals of Scheef & Stone, LLP primarily focused their efforts on (i) providing support to the independent directors, including attending the status conferences, preparing and filing Proof of Claims for Core officers and directors, reviewing filings and calendaring dates to same; (ii) attending Board of Directors and Special Committee meetings and conducting research for assisting the independent directors regarding Pang Class Action lawsuit, the draft Chapter 11 plan and disclosure statements; and (iii) issues related to special committee and attending hearings related to same.

Dated: August 14, 2023

Respectfully Submitted,

SCHEEF & STONE, L.L.P.

/s/ Peter C. Lewis

PETER C. LEWIS

State Bar No. 12302100

peter.lewis@solidcounsel.com

500 North Akard Street, Suite 2700

Dallas, Texas 75201

(214) 706-4200 (Telephone)

(214) 706-4242 (Fax)

**ATTORNEYS FOR
INDEPENDENT DIRECTORS
NEAL P. GOLDMAN AND
KNEELAND YOUNGBLOOD**

TIME AND EXPENSE DETAIL FOR SCHEEF & STONE, L.L.P.

SECOND INTERIM FEE APPLICATION

Scheef & Stone, L.L.P.
500 North Akard Street
Suite 2700
Dallas, TX 75201



INVOICE

Board of Directors of Core Scientific

Invoice Date: 05/26/2023
Client ID: 19504.0101
Invoice No. 1065541

RE: Business Reorganization

PROFESSIONAL SERVICES

			Rate	Hours	Amount
04/01/2023	PCL	Receipt and/or review of DIP monthly operating reports (0.6).	525.00	0.60	315.00
04/03/2023	PCL	Communications with D. Reyes regarding special committee minutes and/or related review (0.2); communications with A. Crabtree regarding proof of claims issues (0.2). Total (0.4).	525.00	0.40	210.00
04/04/2023	PCL	Communications with A. Crabtree and P. Jesani regarding proof of claim filing and/or related case docket review (0.4); communications with D. Reyes, et al., regarding minutes approval and/or related file review (0.3); receipt and/or review of Certificate of No Objection to Omnibus Motion to Reject Executory Contracts (0.2). Total (0.9).	525.00	0.90	472.50
04/05/2023	PKJ	Attend telephone conference with Peter Lewis and Austin Crabtree to discuss proofs of claim to be filed on behalf of the officers and directors (.40); review proofs of claim samples for purpose of preparing proofs of claim on behalf of all officers and directors (.30); review corporate filings in preparation for drafting proofs of claim (.30). Total (1.0).	400.00	1.00	400.00
	PCL	Communications with A. Crabtree and P. Jesani regarding proof of claim preparation issues (.40); review related file/docket/pleadings review (.60). Total (1.0).	525.00	1.00	525.00
04/06/2023	PCL	Communications with A. Crabtree and M. Morales regarding monthly fee statements transmission request (.20); related file review (.20). Total (.40).	525.00	0.40	210.00
04/10/2023	PCL	Receipt and/or review of Motion to Extend Exclusivity (0.4); and receipt and/or review of Motion to Employ Adam Sullivan (0.3). Total (0.7).	525.00	0.70	367.50

Board of Directors of Core Scientific

Invoice Date: 05/26/2023
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			<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
04/11/2023	PKJ	Review Core Scientific's corporate formation documents including Articles of Incorporation and Amended and second Amended Bylaws (1.1); research regarding the various officers and directors for purpose of preparing Proof of Claim documents (.90); review the Class Action lawsuit filed against Core Scientific and three of its officers (1.1); review the Court's Order setting the POC deadline and start working on the Proofs of Claim documents and accompanying attachments to be filed on behalf of each of the fourteen officers and directors (1.6). Total: (4.70).	400.00	4.70	1,880.00
	PCL	Communications with R. Aurand regarding escrow funding (0.2); receipt and/or review of Motion to Extend assumption/rejection deadline (0.4); communications with M. Fink, et al., regarding board meeting scheduling (0.2). Total (0.8).	525.00	0.80	420.00
04/12/2023	PKJ	Review additional corporate documents including Board Unanimous Consent and Resolution documents along with exhibits and related director, officer, and/or indemnity agreements (1.5); drafting/revising Proofs of Claim documents and attachments for officers and directors (8.2); confer with Peter Lewis regarding same (.80); communications with Todd DuChene regarding questions relating to Proofs of Claim (.50); revise the Proofs of Claim documents and attachments based on discussions with Peter Lewis and Todd DuChene (2.2). Total (13.2)	400.00	13.20	5,280.00
	PCL	Receipt and/or review of UCC and Secured Parties stipulation notice (0.2); receipt and/or review of motion to allow use of insurance proceeds for defense expenses (0.3); communications with A. Crabtree, P. Jesani, N. Goldman, M. Minnis, M. Marcella, T. Duchene, D. Feinstein, J. Hollingsworth and/or K. Youngblood regarding filing of proof of claims (2.9); review related corporate, employment documents and/or proof of claim template (1.9); review and/or revise proof of claims draft templates (.40); related communications with P. Jesani regarding same (.50); review bk docket notices (0.2). Total (6.4)	525.00	6.40	3,360.00
04/13/2023	PKJ	Review of Proofs of Claim filed by certain officer's regarding indemnification claim's (.50); review filings regarding indemnification issues (.70); additional revisions to the Proofs of Claim and attachments to be included with each category of officer/director (.80); confer with Peter Lewis regarding same (.20); communications with Todd DuChene regarding follow up questions relating to the Proofs of Claim and signatures of officers/directors (.40). Total (2.6).	400.00	2.60	1,040.00
	MMM	Revise Proof of Claims and Addendums for 6 Creditors (3.0); prepare Proof of Claims and Addendums for filing in 11 pending litigations (2.0). Review/analyze docket regarding Proof of Claim filings (0.8). Correspondence to P. Lewis and P. Jesani regarding same (0.4). Various communications with P. Lewis and P. Jesani regarding filing strategy for officer/director Proof of Claims filings (.60). Total (6.8)	150.00	6.80	1,020.00

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			<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
	PCL	Review/revise draft proof of claims for T. Duchene, J. Hollingsworth, M. Bros, M. Levitt, N. Goldman, J. Taylor, R. Canns, D. Sterling, J. Pratt, M. Brown, K. Youngblood (2.5), communications with P. Jesani, M. Levitt, T. Duchene, J. Hollingsworth, N. Goldman and K. Youngblood regarding same (1.5); review/confirm proofs of claims filed for D. Sterling, M. Levitt, M. Minnis, D. Feinstein and related communications with M. Minnis, D. Feinstein, et al. (0.8); review bk docket filing notice and proof of claim register (0.7). Total (5.5).	525.00	5.50	2,887.50
04/14/2023	PKJ	Coordinating filing of all the Proofs of Claim with Peter Lewis and Marcella Morales (1.8) ; communications with Todd DuChene regarding same (.40). Total (2.2).	400.00	2.20	880.00
	MMM	Revise/finalize Proof of Claims and Addendums for 6 officers and/or directors (4.2); docket/file Proof of Claims and Addendums in 11 pending litigations (4.2). Various communications with P. Lewis and P. Jesani regarding docket, deadlines, pending Proof of Claims, and filing of same (1.6).	150.00	10.00	1,500.00
	PCL	Communications with M. Morales, P. Jesani, K. Youngblood, and T. Duchene regarding finalization and filing of proofs of claims for N. Goldman, K. Youngblood, T. Duchene, for J. Taylor, M. Brown and J. Pratt (2.8); communications with T. Duchene and P. Jesani regarding D. Sterling proof of claim (0.1); prepare for and attend special committee meeting today (.60); related communications with M. Fink and R. Schrock regarding same (.40); communications with J. Hollingsworth and T. Duchene regarding proof of claim filing/firm retention issues and related file review (0.8); communication with T. Duchene regarding signatures for J. Taylor, M. Brown and J. Pratt proof of claims (0.3); communications with T. Tsekerides regarding case status (0.3). Total (5.3).	525.00	5.30	2,782.50
04/19/2023	MMM	Correspondence to A. Crabtree regarding the submission of Monthly Fee Statements for Interim Compensation and Reimbursement to the Fee Notice Parties (0.1); communications with P. Lewis regarding same (0.1).	150.00	0.20	30.00
	PCL	Review docket filings (supplemental Singh declaration notice) (.20), UCC stipulations (.20), removal deadline extension and/or declaration (.20). Total (0.6).	525.00	0.60	315.00
04/21/2023	PCL	Communications with M. Fink et al., regarding board meeting today (.20); related review of Board minutes (.30). Total (.05).	525.00	0.50	262.50
04/25/2023	PCL	Communications with R. Aurand regarding escrow funding (0.2).	525.00	0.20	105.00
04/26/2023	PCL	Review case status and/or docket (0.4).	525.00	0.40	210.00
	PCL	Communications with M. Fink, et al., regarding board meeting (0.1); communications with J. Shen regarding fee budget inquiry and related file review (0.2). Total (0.3).	525.00	0.30	157.50

Board of Directors of Core Scientific

Invoice Date: 05/26/2023

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Invoice No. 1065541

			<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
04/27/2023	PCL	Communications with M. Morales regarding POC's filed and related organization (0.4).	525.00	0.40	210.00
04/28/2023	PCL	Communications with M. Fink, R. Schrock, K. Youngblood, J. Hollingworth, N. Goldman, et al., regarding Celsius settlement proposal and/or related file review (0.6).	525.00	0.60	315.00
04/30/2023	PCL	Review case docket/status filed (.70).	525.00	0.70	367.50
		For Current Services Rendered		66.40	25,522.50

SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Total</u>
Priya K. Jesani	23.70	\$400.00	\$9,480.00
Peter Lewis	25.70	525.00	13,492.50
Marcella Morales	17.00	150.00	2,550.00

Total Current Work	25,522.50
Previous Balance	\$22,719.56
Balance Due	<u>\$48,242.06</u>

Your current balance in trust is

Opening Trust Balance	\$58,520.00
Closing Trust Balance	\$58,520.00

Scheef & Stone, L.L.P.
 500 North Akard Street
 Suite 2700
 Dallas, TX 75201



INVOICE

Board of Directors of Core Scientific

Invoice Date: 07/26/2023
 Client ID: 19504.0101
 Invoice No. 1074011

Re: Business Reorganization

PROFESSIONAL SERVICES

			<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
05/01/2023	MMM	Receive and review court filed documents regarding Debtors' Motion for Order Extending Exclusive Periods, Statements in Support thereof, and Objections thereto (0.3); correspondence to P. Lewis regarding same (0.1). Receive and review Notice of Payments to Ordinary Course Professionals (0.1); communications with P. Lewis regarding same (0.1).	150.00	0.60	90.00
	PCL	Receipt and review of Celsius settlement materials (0.5); prepare for and attend board meeting (0.5); receipt and/or review of objections/joiner of Wingspire, et al., to motion to extend exclusivity (0.3); receipt and/or review of notice of ordinary payments (0.2); receipt and/or review of Vinson & Elkins employment application (0.3); receipt and/or review of Statement of UCC in support of exclusivity extension (0.3). Total (2.1)	525.00	2.10	1,102.50
	PCL	Follow up with M. Fink, et al., regarding Celsius response (.40).	525.00	0.40	210.00
05/02/2023	PCL	Communications with M. Fink, et al., regarding Special Committee issues (.3); communications with R. Aurand regarding escrow account funding (.2). Total (0.5).	525.00	0.50	262.50
05/04/2023	MMM	Receive and review court filed documents, and related case document management.	150.00	0.60	90.00
05/06/2023	PCL	Receipt and/or review of J. Pratt declaration in support of Debtors' Objection to GEM Mining Proof of Claims (.3); receipt and/or review of Debtor's Objection to Celsius Mining's Admin Claim Motion (.3). Total (0.6).	525.00	0.60	315.00
05/07/2023	PCL	Communications with R. Berkovich, T. Tsekerides regarding Pang class action Amended Complaint and/or related review of same (1.2).	525.00	1.20	630.00

Board of Directors of Core Scientific

Invoice Date: 07/26/2023

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Invoice No. 1074011

			<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
05/08/2023	PCL	Communications with D. Reyes, et al., regarding Special Committee minutes and related review (.3).	525.00	0.30	157.50
05/09/2023	PCL	Communications with R. Aurand regarding escrow funding (.2); receipt and review of Debtor's Objection to Sphere 3 D Claim (.4). Total (.60).	525.00	0.60	315.00
05/10/2023	PCL	Receipt and/or review of Advisor Business Plan and related communications with N. Warier, et al (1.4); communications with P. Jesani regarding interim fee application preparation and related file review (.4). Total (1.8).	525.00	1.80	945.00
05/11/2023	MMM	Assist in preparation of initial Interim Application, and related file review (1.0); various communications with P. Lewis and P. Jesani regarding same (0.3). Total (1.3).	150.00	1.30	195.00
	PCL	Attend special committee meeting and related follow up with Debtors's counsel and related communications with K. Youngblood and K. Goldman (.9); communications with P. Jesani regarding interim fee application and related review of Fee Procedures Order (.3); receipt and/or review of B. Johnson claim objection (.4). Total (1.6).	525.00	1.60	840.00
05/12/2023	PKJ	Review of the Order Establishing Procedures for Interim Compensation & Reimbursement of Expenses for Professionals; review of the local rules regarding fee applications (.8); review Scheef and Stone invoices to be included in Interim Fee application (.7); drafting of Interim Fee Application and the proposed order to accompany the Application (1.5); confer with Peter Lewis regarding same (.3). Total (3.3).	400.00	3.30	1,320.00
	PCL	Communications with P. Jesani regarding the interim fee application and related review of same (.4); receipt and/or review of Sullivan Employment Order (.2). Total (0.6).	525.00	0.60	315.00
05/14/2023	PKJ	Confer with P. Lewis regarding Interim Fee Application and related review of local rules pertaining to requirements for filing same (.4).	400.00	0.40	160.00
	PCL	Communications with P. Jesani regarding interim fee application (0.2).	525.00	0.20	105.00
05/15/2023	CM	Assist in filing of first interim application for compensation, review all billing statements, cover sheet and file and forward file stamped copy to team and docket objection deadline.	125.00	1.50	187.50

Board of Directors of Core Scientific

Invoice Date: 07/26/2023

Client ID: 19504.0101

Invoice No. 1074011

			<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
	PKJ	Review additional Scheef and Stone invoices to be included in Interim Fee application (.8); additional revisions to Interim Fee Application and/or invoices and the proposed order to accompany the Application based on additional invoices for fees and expenses (.8); finalize all exhibits to be attached to interim fee application (.9); confer with P. Lewis regarding revisions to Interim Fee Application (.9). Total (3.4).	400.00	3.50	1,400.00
	PCL	Revise, finalize and file interim fee application and related invoice support (.3).	525.00	0.30	157.50
	PCL	Receipt and/or review of Debtors Objection to North Mill Lift Stay motion and/or Ad Hoc Group Objection (.4).	525.00	0.40	210.00
05/16/2023	CM	Follow-up with court clerk regarding filing of first fee application, and forward information to P. Lewis re same.	125.00	0.30	37.50
	MMM	Prepare Monthly Fee Statements and to notice Parties (1.0).	150.00	1.00	150.00
05/18/2023	PCL	Communications with M. Levitt, K. Youngblood, et al., regarding Pang class action developments (.4); receipt and/or review of Statement Joinder of UCC to Debtors' Objection to North Mill Equipment Finance LLC's Lift Stay Motion (.2); receipt and/or review of Order Extending Time to Assume or Reject Unexpired Nonresidential Real Property (.2); receipt and/or review of Order Approving Claims Objections Procedures (.2); receipt and/or review of Order Authorizing Use of Proceeds of Directors and Officers Liability Insurance Policies for Defense Expenses of Individual Insureds (.2); receipt and review of Order Authorizing and Approving Procedures for Settling Certain Claims and Causes of Action of the Debtors (.2). Total (1.4).	525.00	1.40	735.00
05/19/2023	PCL	Receipt and review of Debtors' Reply to Objection to Motion of the Debtors for/or Order Extending Exclusivity Deadline (.3).	525.00	0.30	157.50
05/21/2023	PCL	Receipt and/or review of Declaration of Michael Bros in Support of Extending Exclusivity Period (.5).	525.00	0.50	262.50
05/22/2023	PCL	Attend hearing on Motion to Extend Exclusivity Period, et al. and related file review (1.8).	525.00	1.80	945.00
05/25/2023	PCL	Prepare for and/or attend Board meeting (2.1).	525.00	2.10	1,102.50
05/30/2023	DAW	Conference with P. Lewis regarding Pang class action issue.	310.00	0.20	62.00
	PCL	Continue review of Pang Amended Complaint (1.5).	525.00	1.50	787.50
	PCL	Receipt and/or review of Motion for Summary Judgment on Celsius POC (.5).	525.00	0.50	262.50
		For Current Services Rendered		31.40	13,509.50

Board of Directors of Core Scientific

Invoice Date: 07/26/2023

Client ID: 19504.0101

Invoice No. 1074011

SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Total</u>
Priya K. Jesani	7.20	\$400.00	\$2,880.00
Cynthia A. Morris	1.80	125.00	225.00
Peter Lewis	18.70	525.00	9,817.50
David Wills	0.20	310.00	62.00
Marcella Morales	3.50	150.00	525.00

Total Current Work	13,509.50
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Previous Balance	\$48,242.06
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Balance Due	<u>\$61,751.56</u>
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Your current balance in trust is

Opening Trust Balance	\$58,520.00
Closing Trust Balance	\$58,520.00

Scheef & Stone, L.L.P.
 500 North Akard Street
 Suite 2700
 Dallas, TX 75201



INVOICE

Board of Directors of Core Scientific

Invoice Date: 07/26/2023
 Client ID: 19504.0101
 Invoice No. 1074016

Re: Business Reorganization

PROFESSIONAL SERVICES

			<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
06/05/2023	RAC	Office conference with P. Lewis regarding Pang Class Action and related.	600.00	0.80	480.00
	PCL	Communications with R. Crabb regarding Pang class action legal issue and related complaint review (.8); communications with C. Carlson, et. al., regarding board materials for meeting today (.2) ; attend board meeting and/or related preparation (1.1). Total (2.1).	525.00	2.10	1,102.50
06/09/2023	PCL	Prepare for and attend Special Committee meeting and review related materials regarding same (1.5).	525.00	1.50	787.50
06/12/2023	PCL	Receipt and/or review of Debtor's Motion for Summary Judgment as to Sphere 3D proof of claims (.5).	525.00	0.50	262.50
06/14/2023	DAW	Review of Pang class action lawsuit claims against Core directors.	310.00	2.70	837.00
	MMM	Receipt and review of Order Granting Extension of Exclusive Periods and Status Conference setting (0.2); docket status conference (0.1); prepare correspondence to attorney regarding same (0.1).	150.00	0.40	60.00
	PCL	Review D. Wills Pang complaint review (.3).	525.00	0.30	157.50
06/15/2023	PCL	Communications with T. Tsekerides, et al., regarding plan release due diligence (.4).	525.00	0.40	210.00
06/16/2023	PCL	Attend Special Committee and board meetings and related review of meeting materials (1.5).	525.00	1.50	787.50
06/17/2023	PCL	Communications with Special Committee members regarding plan issues and strategy (.5).	525.00	0.50	262.50
06/19/2023	PCL	Prepare for and attend special committee and/or board meeting regarding plan, disclosure statement and related materials review (1.6).	525.00	1.60	840.00

Board of Directors of Core Scientific

Invoice Date: 07/26/2023

Client ID: 19504.0101

Invoice No. 1074016

			<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
	PCL	Continue review of draft plan and/or disclosure statement and/or related communications with C. Carlson, et. al. (.9).	525.00	0.90	472.50
06/21/2023	MMM	Review court filed documents (0.8); docket deadlines (0.2); and case document management (0.5).	150.00	1.50	225.00
	PCL	Receipt and/or review of Mediation Agreed Order (.4).	525.00	0.40	210.00
	PCL	Review agreed order on GEM Mining Motion to Compel (.1); receipt and/or review of plan, disclosure statement filing notice and/or related review of filed same (.9). Total (1.0).	525.00	1.00	525.00
06/22/2023	PCL	Receipt and/or review Celsius Objection to Debtor Motion for Partial Summary Judgment (.5).	525.00	0.50	262.50
06/23/2023	MMM	Receipt and review of court filed pleadings regarding Chapter 11 Plan and Disclosure Statement (0.3); correspondence to P. Lewis regarding same (0.1).	150.00	0.40	60.00
	PCL	Communications with M. Levitt, C. Carson, et al., regarding board meeting scheduling (.1); receipt and/or review of exclusivity order (.2). Total (.3).	525.00	0.30	157.50
	PCL	Communications with C. Carlson, et al., regarding Special Committee meeting today, review related materials and attend Special Committee and Board meetings (1.6).	525.00	1.60	840.00
06/26/2023	PCL	Communications with T. Tsekerides, K. Youngblood, et al., regarding plan release review and related document review (1.3); communications with C. Clifford, et al., regarding Celsius term sheet (.4); receipt and review of exclusivity order (.2). Total (1.9).	525.00	1.90	997.50
	MMM	Receive and review Mediation Order, Chapter 11 Plan, and Disclosure Statement (0.3). Correspondence to P. Lewis regarding same (0.2). Case document management (0.2).	150.00	0.70	105.00
06/27/2023	PCL	Continue review of plan and/or disclosure statement (.6).	525.00	0.60	315.00
	MMM	Hearing preparation regarding Status Conference (1.0); communications with P. Lewis regarding same (0.2).	150.00	1.20	180.00
06/28/2023	PCL	Communications with C. Carlson, et. al., regarding board minutes, equipment lenders proposal and/or related review of same (.8).	525.00	0.80	420.00
	MMM	Receive and review court filed pleadings and docket same.	150.00	0.30	45.00
06/29/2023	PCL	Prepare for and attend status conference and related communications with R. Schrock and R. Berkowitz (.90); review docket (.4). Total (1.3).	525.00	1.30	682.50
	MMM	Receive court filed pleadings, review same, and docket deadlines (1.0). Hearing preparation regarding Status Conference (1.0).	150.00	2.00	300.00

Board of Directors of Core Scientific

Invoice Date: 07/26/2023

Client ID: 19504.0101

Invoice No. 1074016

		<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
06/30/2023	PCL Prepare for and/or attend Special Committee and Board of Directors meetings and review related communications from C. Carlson regarding same (1.4); continue review of plan and/or disclosure statement drafts(.5). Total (1.9).	525.00	1.90	997.50
	For Current Services Rendered		29.60	12,582.00

SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Total</u>
Roger Crabb	0.80	\$600.00	\$480.00
Peter Lewis	19.60	525.00	10,290.00
David Wills	2.70	310.00	837.00
Marcella Morales	6.50	150.00	975.00

EXPENSES

03/01/2023	Uber while in Houston, Texas for client meeting and court hearing - Client Advance - Peter Lewis	46.00
03/02/2023	Dawn R. Franklin; Business Services (1/2 Split). Houston, Texas Travel; Client Meeting & Court Hearing - Peter Lewis	69.82
03/02/2023	Uber; Ride Trip. Houston, Texas Travel; Client Meeting & Court Hearing - Peter Lewis	12.86
03/02/2023	Hyatt Regency; Breakfast (1/2 Split). Houston, Texas Travel; Client Meeting & Court Hearing - Peter Lewis	15.26
03/02/2023	Hyatt Regency; Lodging (1/2 Split). Houston, Texas Travel; Client Meeting & Court Hearing - Peter Lewis	456.62
03/02/2023	Hyatt Regency; Breakfast (1/2 Split). Houston, Texas Travel; Client Meeting & Court Hearing - Peter Lewis	15.51
03/02/2023	Uber; Ride Trip. Houston, Texas Travel; Client Meeting & Court Hearing - Peter Lewis	11.99
03/02/2023	Hyatt Regency; Breakfast (1/2 Split). Houston, Texas Travel; Client Meeting & Court Hearing - Peter Lewis	386.99
03/02/2023	Goode Company Hamburgers & Taqueria; Dinner (1/2 Split). Houston, Texas Travel; Client Meeting & Court Hearing - Peter Lewis	21.40
03/02/2023	Southwest Airlines; One-Way Flight (Received Credit for 1/2 of Billed Ticket \$378.96). Houston, Texas Travel; Client Meeting & Court Hearing - Peter Lewis	189.96
03/07/2023	Client Advance - WWW.PACER.GOV - (MMcD C C)	3.00
06/30/2023	Filing fee Pacer Service Center	5.90
	Total Costs	1,235.31
	Total Current Work	13,817.31
	Previous Balance	\$61,751.56

PAYMENTS

06/12/2023	Payment - Core Scientific Inc - Wire	-43,137.56
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Board of Directors of Core Scientific

Invoice Date: 07/26/2023
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Balance Due	<u>\$32,431.31</u>
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Your current balance in trust is

Opening Trust Balance	\$58,520.00
Closing Trust Balance	\$58,520.00